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February 14, 2006

### AGENDA ITEM 3

**TO: MEMBERS OF THE AD HOC BOARD GOVERNANCE COMMITTEE**

- I. SUBJECT:** Board/Staff Relations and Communications Protocols
- II. PROGRAM:** Administration
- III. RECOMMENDATION:** Approve concepts for changes in Board policies as set forth below.
- IV. ANALYSIS:**

At the Committee's September 19, 2005 and December 13, 2005 meetings, the Committee discussed a number of issues and appeared to reach consensus on several items, as discussed below. Because a number of issues are addressed in more than one policy, the Committee has requested to approve **concepts** first, and then – near the final stages of the work plan – review the detailed amendments to existing Board policy that are necessary to implement the approved concepts.

#### Communications Between Individual Board Members and Staff

At the September 19, 2005 meeting, the Committee discussed the importance of communications and the respective roles of the Board President, the Committee Chairs, and the Chief Executive Officer and his staff. The Committee also discussed the existing policy and its lack of specificity. At the December 15, 2005, the Committee reviewed staff's summary of the prior discussion and requested modifications. Below are the concepts presented at the December 13, 2005 meeting, with the Committee's revisions shown in underline and strike-out format. (Numbers 3, 4, 7 and 9 were approved at the December meeting.)

1. The Chair of each committee shall be briefed by staff prior to each Committee meeting. The Chair is responsible for resolving issues or conflicts related to the scheduling of any additional staff briefings. ~~coordinating committee briefings of individual Board members by staff.~~

2. Requests for documents made by individual Board members should be directed to the appropriate committee Chair. Each Chair has the authority to designate one or more staff to handle these requests on behalf of the Chair and to use other processes to handle such requests. - Staff shall inform all Board members of any documents provided pursuant to such a request.
3. Requests for outside consultant input and advice made by individual Board members should be directed to the appropriate committee chair or to the Board President.
4. For specific agenda items, individual Board members should direct questions to the highest-ranking executive who signed the item or, if appropriate, to the outside consultant who signed the consultant report accompanying the item.
5. Individual Board members ~~should~~ shall not participate in routine staff meetings or other staff activities unless specifically requested by a staff member. Such invitation shall be transmitted through the Chief Executive Officer and the Board President.
6. Inquiries or Correspondence addressed to a Board member, that which the Board member wishes to direct to staff for a response or assistance in the preparation of a response, should be forwarded to the Board Services Unit. The Board Services Unit, in conjunction with the Board President's Office, will assign the correspondence or inquiry to the appropriate staff and maintain a tracking system to ensure timely response. ~~should be forwarded to staff for response should be forwarded to the Board Secretary.~~
7. If a Board member has been assigned a speaking engagement on behalf of CalPERS, any request for staff assistance in preparing the speech should be directed to the Board President or Vice President.
8. If a Board member has accepted a speaking engagement outside ~~of a~~ of CalPERS assignment (i.e., not assigned by the Board President or Vice President), and needs assistance with the preparation of the speech, the request should be directed to the Board President or Vice President. ~~staff resources may not be used for preparation of the speech.~~
9. Modify the Board's Governance Principles, under Governing Style, to state the following: "The Board strives to achieve a governing

style that emphasizes: ... g. Respect for diversity ~~in view points~~,  
recognizing the value of all input.”

**V. STRATEGIC PLAN:**

This project supports Goal II of the 2005 Strategic Plan Goals which calls for CalPERS, as an organization, to “foster an environment that values quality, respect, diversity, integrity, openness, communication and accountability.”

**VI. RESULTS/COSTS:**

This discussion and any resulting policies will enable the Board and staff to be more productive.

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PETER H. MIXON  
General Counsel

MEMBERS OF THE (type board/committee name here-ALL CAPS)  
(type report date here)